

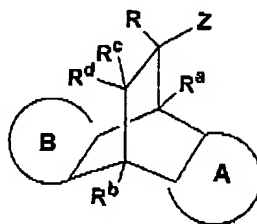
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Attorney Docket No. QA0266 NP

### AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application.

#### *Listing of claims:*

1. (Currently Amended) A compound having below structure:



including all stereoisomers thereof, or a pharmaceutically acceptable salt thereof, wherein R is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, arylalkyl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, cycloalkylalkyl, cyanoalkyl, aminoalkyl, hydroxyalkyl, aryloxyalkyl, or hydroxyaryl;

R<sup>a</sup> is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylaminocarbonyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, hydroxyaryl, aryloxyalkyl, nitro, amino, CHO, CO<sub>2</sub> alkyl, CONR<sup>e</sup>R<sup>f</sup>, CH<sub>2</sub>NR<sup>g</sup>R<sup>h</sup>, CO<sub>2</sub>H, CH<sub>2</sub>OH, CH<sub>2</sub>NHR<sup>g</sup>, NHCH<sub>2</sub>R<sup>g</sup>, NHCHR<sup>g</sup>R<sup>h</sup>, NHCOR<sup>e</sup>, NHCONR<sup>e</sup>R<sup>f</sup> or NHSO<sub>2</sub>R<sup>e</sup>;

R<sup>b</sup> is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylaminocarbonyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, nitro, amino, CHO, CO<sub>2</sub> alkyl, hydroxyaryl, aryloxyalkyl, CONR<sup>i</sup>R<sup>j</sup>, CH<sub>2</sub>NR<sup>k</sup>R<sup>l</sup>, CO<sub>2</sub>H, CH<sub>2</sub>OH, CH<sub>2</sub>NHR<sup>k</sup>, NHCH<sub>2</sub>R<sup>k</sup>, NHCHR<sup>k</sup>R<sup>l</sup>, NHCOR<sup>i</sup>, NHCONR<sup>i</sup>R<sup>j</sup> or NHSO<sub>2</sub>R<sup>i</sup>;

where R<sup>e</sup> and R<sup>f</sup> are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, ~~or~~ cycloalkylalkyl, and R<sup>e</sup> and R<sup>f</sup> can be taken together with the nitrogen to which they are

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attached to form a 5-, 6- or 7-membered heteroaryl or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

$R^g$  and  $R^h$  are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, ~~or~~ and cycloalkylalkyl, and  $R^g$  and  $R^h$  can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

$R^i$  and  $R^j$  are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, ~~or~~ and cycloalkylalkyl, and  $R^i$  and  $R^j$  can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

$R^k$  and  $R^l$  are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, ~~or~~ and cycloalkylalkyl, and  $R^k$  and  $R^l$  can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

$R^e$  and  $R^d$  are the same or different and are independently selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, hydroxy, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, hydroxyaryl, ~~or~~ and aryloxyalkyl;

$R^c$  and  $R^d$  may optionally be taken together with the carbon to which they are attached to form a 3- to 7-membered ring which may optionally include an O atom or an N atom;

Z is  $\text{CONR}^1\text{R}^2$  or  $\text{CH}_2\text{NR}^1\text{R}^2$  wherein at least one of  $R^1$  and  $R^2$  is heteroaryl and the other of  $R^1$  and  $R^2$  is selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, cycloalkylalkyl, aryl, heteroaryl, heteroarylalkyl, cycloheteroalkyl, cycloalkenyl, monoalkylaminoalkyl, dialkylaminoalkyl, cycloheteroalkylalkyl, hydroxyaryl, aryloxyalkyl, alkoxyalkyl ~~or~~ and hydroxyalkyl;



the A ring represents an unsaturated 6-membered carbocyclic ring; and

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the B ring represents an unsaturated 6-membered carbocyclic ring;  
with the following provisos:

I. provided that where Z is  $\text{CONR}^1\text{R}^2$  and (a) R is  $\text{CH}_3$  or H and  $\text{R}^a$ ,  $\text{R}^b$ ,  $\text{R}^c$  and  $\text{R}^d$  are each hydrogen, or (b)  $\text{R}^a$  and  $\text{R}^b$  are each hydrogen and one of  $\text{R}^c$  and  $\text{R}^d$  is alkyl, then

(1) at least one of  $\text{R}^1$  and  $\text{R}^2$  is heteroaryl, but where the heteroaryl is unsubstituted  or unsubstituted , then the other of  $\text{R}^1$  and  $\text{R}^2$  is other than hydrogen; or

(2) where one of  $\text{R}^1$  and  $\text{R}^2$  is phenyl which is substituted with alkyl, hydroxy, halo,  $\text{C}_1$ - $\text{C}_2$ -alkoxycarbonyl or nitro, then (a) the phenyl must be substituted with at least one other group other than hydrogen, alkyl, hydroxy, halo,  $\text{C}_1$ - $\text{C}_2$ -alkoxycarbonyl or nitro, except that the phenyl may be substituted with two or more halo atoms, and/or two or more hydroxy groups and/or (b) the other of  $\text{R}^1$  and  $\text{R}^2$  is heteroaryl; or

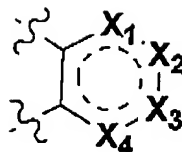
~~(3) where one of  $\text{R}^1$  and  $\text{R}^2$  is phenyl substituted with  $\text{C}_1$ - $\text{C}_2$ -alkoxy, the phenyl cannot be substituted with a second  $\text{C}_1$ - $\text{C}_2$ -alkoxy; then the other of  $\text{R}^1$  and  $\text{R}^2$  is heteroaryl; or~~

(4)(3) where at least one of  $\text{R}^1$  and  $\text{R}^2$  is hydrogen, unsubstituted alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkylphenyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl or hydroxyalkyl then (a) the other of  $\text{R}^1$  and  $\text{R}^2$  is heteroaryl and/or (b) at least one of  $\text{R}^a$ ,  $\text{R}^b$ ,  $\text{R}^c$  and/or  $\text{R}^d$  is other than hydrogen and/or (c) R is other than hydrogen or  $\text{C}_1$ - $\text{C}_2$  alkyl; and

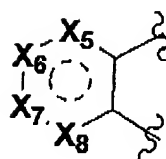
II. provided that where Z is  $\text{CH}_2\text{NR}^1\text{R}^2$  and/or where at least one of  $\text{R}^1$  and  $\text{R}^2$  is hydrogen, alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, phenyl, alkylphenyl, phenylalkyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl, hydroxyalkyl, or cycloheteroalkyl which is 4,5-dihydro-imidazol-2-yl, piperidinyl or piperazinyl, then (a) the other of  $\text{R}^1$  and  $\text{R}^2$  is a heteroaryl selected from pyridinyl, pyrimidinyl, pyridazinyl, pyrazinyl or imidazolyl, and/or (b) at least one of  $\text{R}^a$ ,  $\text{R}^b$ ,  $\text{R}^c$  and/or  $\text{R}^d$  is other than hydrogen or  $\text{C}_1$ - $\text{C}_2$  alkyl, and/or (c) R is other than hydrogen or  $\text{C}_1$ - $\text{C}_2$  alkyl and/or (d) one of  $\text{R}^c$  and  $\text{R}^d$  is other than hydroxyalkyl.

2. (Currently Amended) The compound as defined in Claim 1 wherein the A ring has the structure

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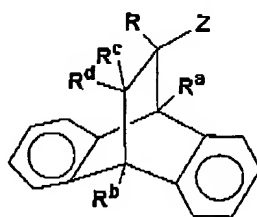


and the B ring has the structure



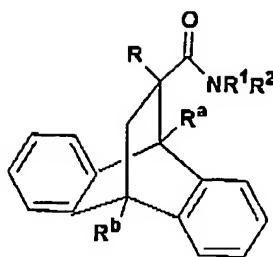
wherein  $X_1$ ,  $X_2$ ,  $X_3$  and  $X_4$ , are the same or different and are independently selected from CH or  $CR^{16}$ , and  $X_5$ ,  $X_6$ ,  $X_7$  and  $X_8$  are the same or different and are independently selected from CH or  $CR^{20}$ , wherein  $R^{16}$ , and  $R^{20}$  are the same or different and are independently selected from hydrogen, alkyl, aryl, cycloalkyl, heteroaryl, and cycloheteroalkyl.

3. (Previously Amended) The compound as defined in Claim 1 having the structure



4. (Previously Amended) The compound as defined in Claim 1 having the structure

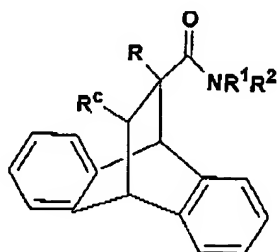
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where R is H or alkyl;

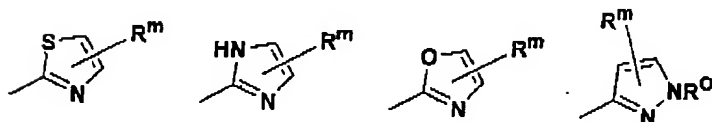
R<sup>a</sup> is selected from H, CN, NO<sub>2</sub>, NH<sub>2</sub>, CHO, CO<sub>2</sub> alkyl, CONR<sup>c</sup>R<sup>f</sup> or CH<sub>2</sub>NR<sup>g</sup>R<sup>h</sup>; and  
R<sup>b</sup> is selected from H, CN, NO<sub>2</sub>, NH<sub>2</sub>, CHO, CO<sub>2</sub> alkyl, CONR<sup>i</sup>R<sup>j</sup> or CH<sub>2</sub>NR<sup>k</sup>R<sup>l</sup>.

5. (Original) The compound as defined in Claim 1 having the structure

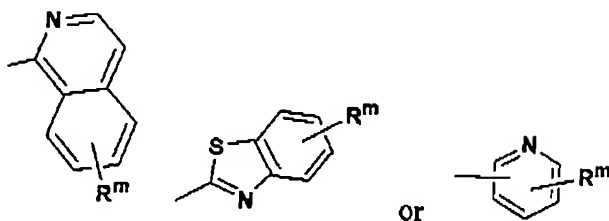


where R is H, CH<sub>3</sub> or C<sub>2</sub>H<sub>5</sub> and R<sup>c</sup> is H or OH,  
and one of R<sup>1</sup> and R<sup>2</sup> is heteroaryl.

6. (Currently Amended) The compound as defined in Claim 5 wherein one of R<sup>1</sup> and R<sup>2</sup> is



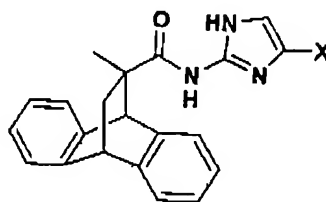
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where  $R^m$  is selected from H, alkyl, aryl, heteroaryl, halo, ~~or~~ and alkoxy and  $R^O$  is H or alkyl.

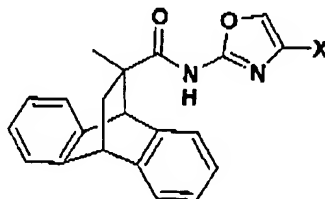
7. (Previously Amended) A compound having the structure

A.



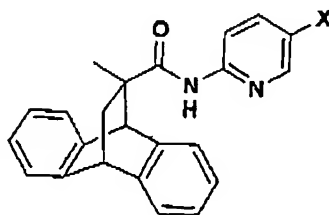
where X is aryl or alkyl;

or B.



where X is aryl;

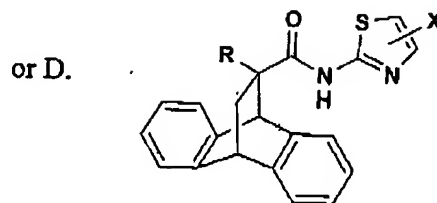
or C.



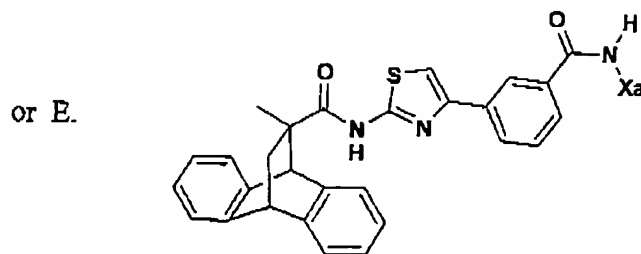
where X is aryl;

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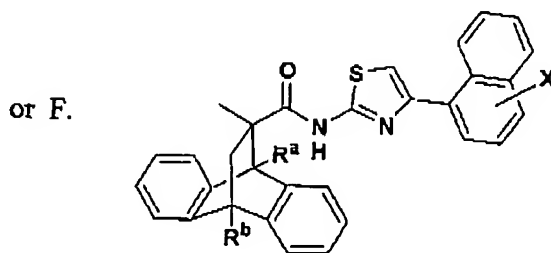
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where X is aryl, alkyl, heteroaryl or halo and R is alkyl;



where X<sub>a</sub> is aryl, heteroaryl or heteroarylalkyl,



where R<sup>a</sup> is alkoxycarbonyl (CO<sub>2</sub> alkyl), nitro, cyano, or hydrogen;

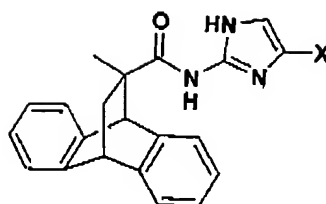
R<sup>b</sup> is hydrogen, CO<sub>2</sub> alkyl, nitro, cyano, formyl, cycloheteroalkylcarbonyl, alkylaminoalkyl or amino, and

X is hydrogen, alkyl or halo.

8. (Currently Amended) The compound as defined in Claim 7 having the structure

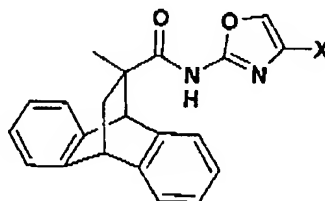
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A.



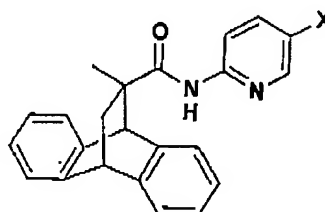
where X is 1-naphthyl, 1-(4-methyl)naphthyl, 1-(4-fluoro)naphthyl, 1-(6-methoxy)naphthyl, phenyl, or t-butyl,

or B.



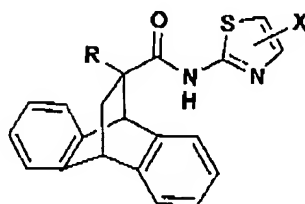
where X is 1-naphthyl,

or C.



where X = 1-naphthyl,

or D.



where R is CH<sub>3</sub> or C<sub>2</sub>H<sub>5</sub> and X is phenyl, t-butyl, 1-naphthyl, 1-(4-fluoro)naphthyl, benzthiophen-3-yl, 1-(4-methyl)naphthyl, 1-(2-methoxy)naphthyl, 1-(6-methoxy)naphthyl, 3-fluorophenyl, 4-

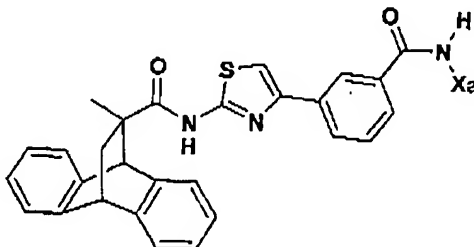


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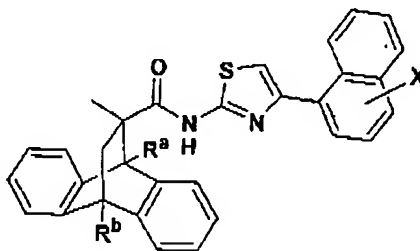
fluorophenyl, 3-methylphenyl, 2-chlorophenyl, 1-(4-methoxy)naphthyl, 1-(4-bromo)naphthyl, 1-(4-iodo)naphthyl, 5-anthracenyl, 1-anthracenyl, 4-quinolin-1-yl, 2-quinolin-1-yl, 1-(4-cyano)naphthyl, 5-iodo, 4-benzthiophenyl, 1-(2-hydroxy)naphthyl, 1-(6-hydroxy)naphthyl, or 1-(4-hydroxy)naphthyl,

or E.



where  $X_a$  is phenyl, 3-methoxyphenyl, 4-methoxyphenyl, 2,5-dimethoxyphenyl, 3,5-dimethoxyphenyl, 3-pyridyl, 2-(4-pyridyl)ethyl, 2-(4-imidazolyl)ethyl, 3-chloro-4-methoxyphenyl, 3-hydroxy-4-methoxyphenyl, 3-fluoro-4-methoxyphenyl, 3,4,5-trimethoxyphenyl, 3,4-dimethoxyphenyl, 4-methyl-3-methoxyphenyl, 3-methoxyphenyl, 3,5-dimethoxyphenyl, 2,3-dimethoxyphenyl, 4-chlorophenyl, 2-naphthyl, 3-chlorophenyl, 3,4-dichlorophenyl, 4-azidophenyl, 2,4-dimethoxyphenyl, 3-ethoxyphenyl, 3-(methylthio)phenyl, 4-(methylthio)phenyl, 3-(acetylenyl)phenyl, 4-methoxy-3-pyridyl, 3-cyanophenyl, 2-methyl-4-methoxyphenyl, 3-azidophenyl, 3-methyl-isothiazolyl, 1-methyl-pyrazol-5-yl, or 5-trifluoromethyl-1,3,4-thiadiazol-2-yl,

or F.

R<sup>a</sup>CH<sub>3</sub>OOC -

Nitro

Cyano

R<sup>b</sup>

H

H

H

X

H

H

H

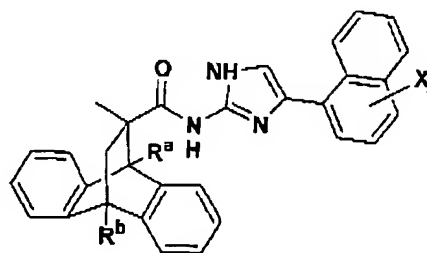
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CH <sub>3</sub> OOC -	H	Methyl
Nitro	H	Methyl
Cyano	H	Methyl
H	CH <sub>3</sub> OOC -	H
H	Nitro	H
H	Cyano	H
H	formyl	H
H	CO-(N-morpholine)	H
H	- CH <sub>2</sub> -NH-Ethyl	H
H	- CH <sub>2</sub> -(N-morpholine)	H
H	Nitro	Methyl
H	Cyano	Methyl
H	NH <sub>2</sub>	Methyl
H	Nitro	F
H	Cyano	F
H	Cl	H
H	Cl	F
H	Cl	Methyl
H	Br	F
H	Br	Methyl
H	CH <sub>3</sub>	H
H	CH <sub>3</sub>	F
H	CH <sub>3</sub>	Methyl

or G.



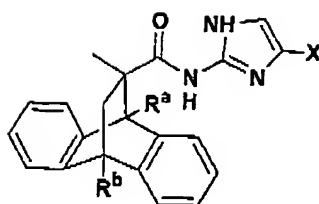
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<u>R<sup>a</sup></u>	<u>R<sup>b</sup></u>	<u>X</u>
CH <sub>3</sub> OOC -	H	H
Nitro	H	H
Cyano	H	H
CH <sub>3</sub> OOC -	H	Methyl
Nitro	H	Methyl
Cyano	H	Methyl
H	CH <sub>3</sub> OOC -	H
H	Nitro	H
H	Cyano	H
H	formyl	H
H	CO-(N-morpholine)	H
H	- CH <sub>2</sub> -NH-Ethyl	H
H	- CH <sub>2</sub> -(N-morpholine)	H
H	Nitro	Methyl
H	Cyano	Methyl
H	NH <sub>2</sub>	Methyl
H	Nitro	F
H	Cyano	F
H	Cl	H
H	Cl	F
H	Cl	Methyl
H	Br	F
H	Br	Methyl
H	CH <sub>3</sub>	H
H	CH <sub>3</sub>	F
H	CH <sub>3</sub>	Methyl

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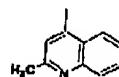
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or H.

R<sup>a</sup>R<sup>b</sup>X

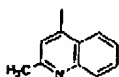
H

H



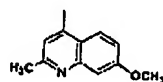
H

nitro



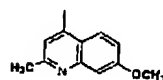
H

H



H

nitro



H

H



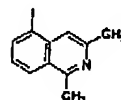
H

nitro



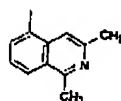
H

H

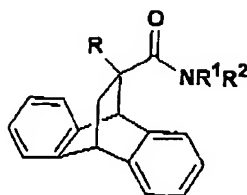


H

nitro



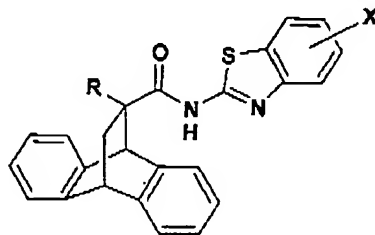
9. (Currently Amended) A compound having the structure



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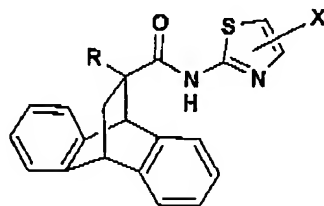
where R is CH<sub>3</sub>, C<sub>2</sub>H<sub>5</sub> or 2-hydroxyethyl, and one of R<sup>1</sup> and R<sup>2</sup> is H and the other of R<sup>1</sup> and R<sup>2</sup> is benzothiazol-2-yl, alkylbenzothiazol-2-yl, alkoxybenzothiazol-2-yl, halobenzothiazol-2-yl, thiazol-2-yl, 4-(1-naphthyl)thiazol-2-yl, 2-quinolin-1-yl, or a thiazole which is optionally substituted with heteroarylthio, heteroaryl, dialkyl, alkyl, or aryl, where the aryl may be optionally substituted with halo, alkyl, nitro, hydroxy, alkoxy, dialkoxy, carboxy, alkylaminocarbonyl, arylaminocarbonyl, hydroxyalkylaminocarbonyl, cycloheteroalkylcarbonyl, alkoxyalkylaminocarbonyl or heteroarylaminocarbonyl; with the proviso that where one of R<sup>1</sup> and R<sup>2</sup> is thiazol-2-yl, then R is C<sub>2</sub>H<sub>5</sub> or 2-hydroxyethyl.

10. (Currently Amended) The compound as defined in Claim 9 having the structure



where X is H, 6-CH<sub>3</sub>, 4-CH<sub>3</sub>O, 6-Cl or 6-F;

or



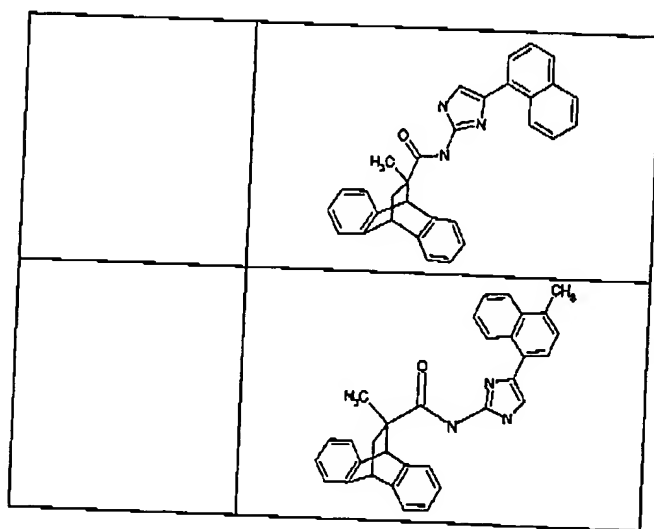
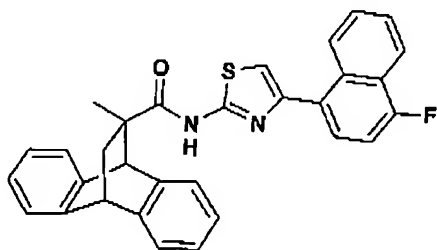
where X is 4,5-dimethyl, 5-chloro, 4-methyl, 5-methyl, 4-phenyl, 4-(1-naphthyl), 4-(2-naphthyl), 4-(4-fluoronaphth-1-yl), 4-(4-methylnaphth-1-yl), 4-(3-nitrophenyl), 4-(6-hydroxynaphth-1-yl), 4-[(1,2,4-triazol-5-yl)thio]methyl, 4-benzoic acid, 4-(4-bromonaphth-1-yl), 4-(N-ethyl)benzamide, 4-

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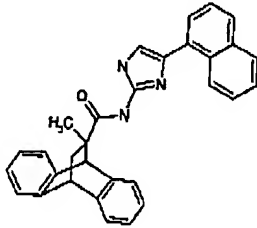
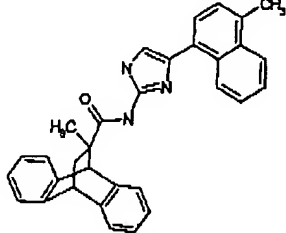
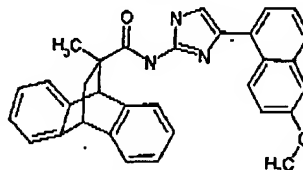
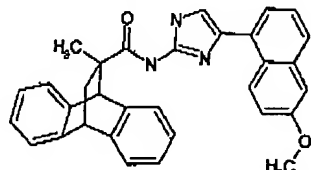
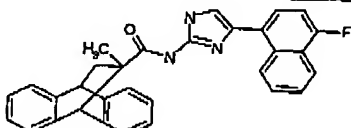
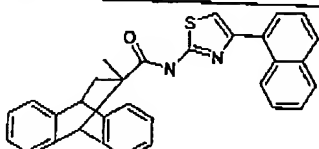
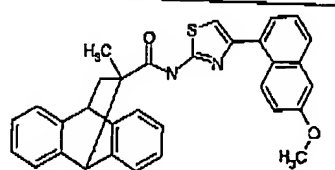
(N-2-methoxyphenyl)benzamide, 4-(N-methyl-N-2-hydroxyethyl)benzamide, 4-(N-pyrrolidinyl)benzamide, 4-(N-morpholinyl)benzamide, 4-(N-phenyl-N-methyl)benzamide, 3-(N-ethyl)benzamide, 3-(N-2-methoxyphenyl)benzamide, 3-(N-2-methoxyethyl)benzamide, 3-(N-methyl-N-2-hydroxyethyl)benzamide, 3-(N-methyl-N-phenyl)benzamide, 3-(N-4-acetylpiperazinyl-1-yl)benzamide, 3-(N-3-methoxypropyl)benzamide, 2-(6-carboxy)pyridine, 3-(N-3-hydroxy-4-methoxyphenyl)benzamide, 3-(N-3-fluoro-4-methoxyphenyl)benzamide, 3-(N-2,3-dimethoxyphenyl)benzamide, 3-(N-3-dimethoxyphenyl)benzamide, 3-(N-5-trifluormethyl-1,3,4-thiadiazol-2-yl)benzamide, 3-(N-5-methyl-1,3,4-thiadiazol-2-yl)benzamide, 3-(N-5-chlorobenzoxazol-2-yl)benzamide, 3-(N-3-benzonitrile)benzamide, 3-(N-4-methoxypyrid-3-yl)benzamide, 5-(1,4-benzodioxane), or 4-(1,3-benzodioxole).

11. (Currently Amended) The compound as defined in Claim 1 having the structure:

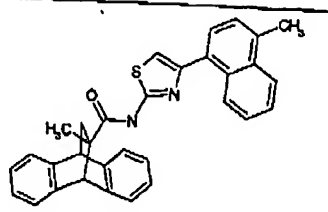
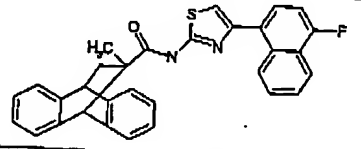
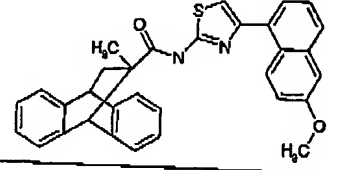
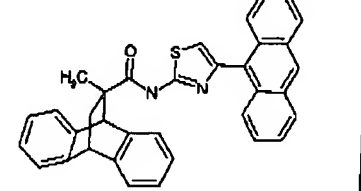
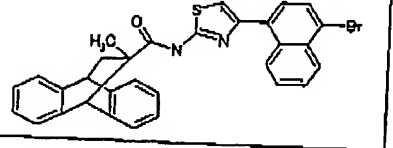
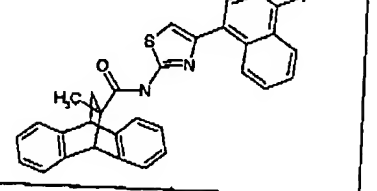
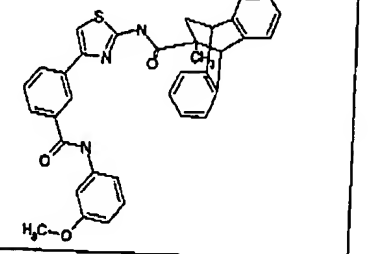


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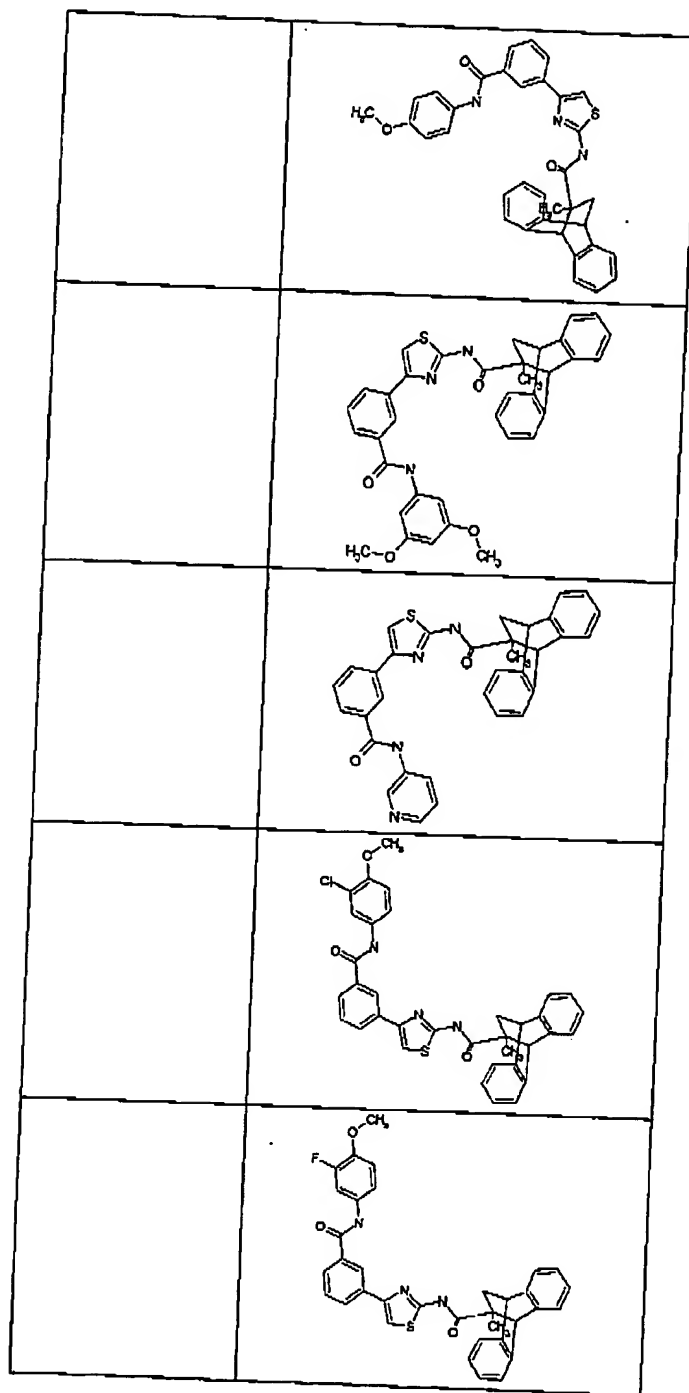
Chiral (S)	
Chiral (S)	
	
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Attorney Docket No. QA0266 NP

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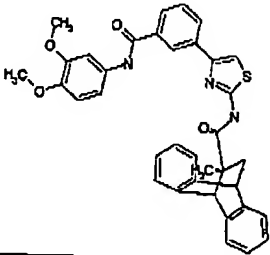
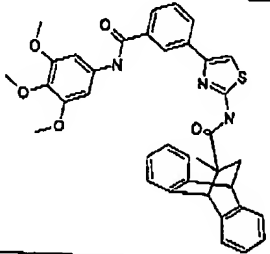
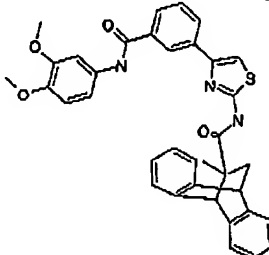
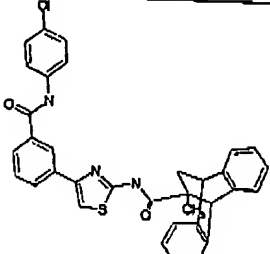
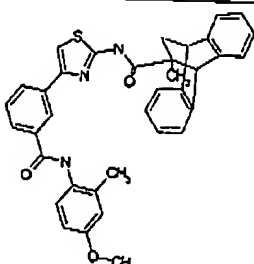


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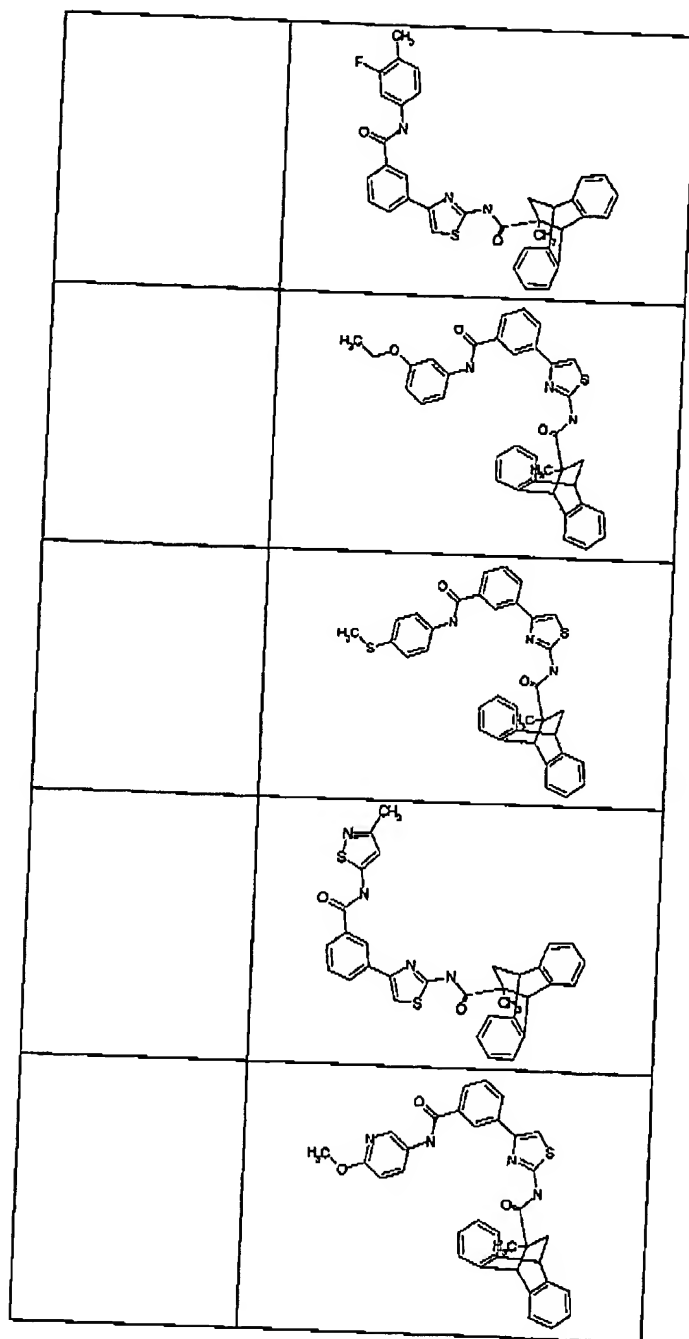
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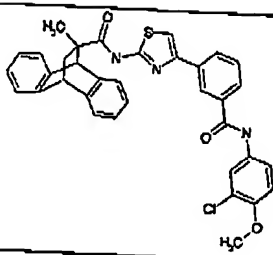
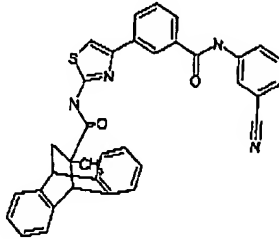
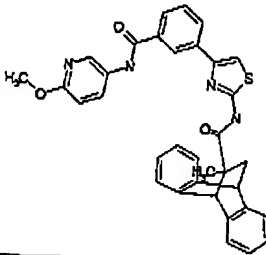
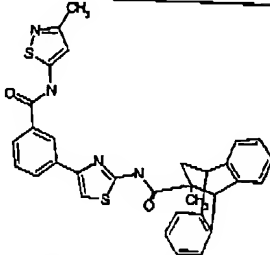
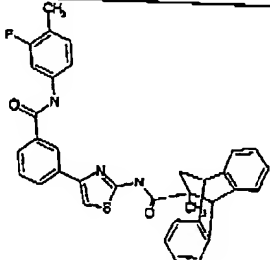
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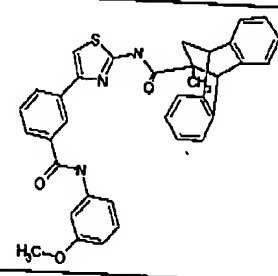
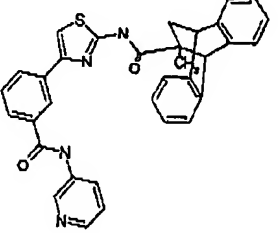
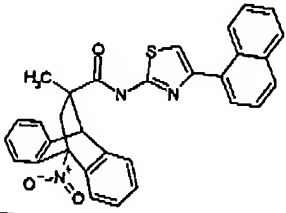
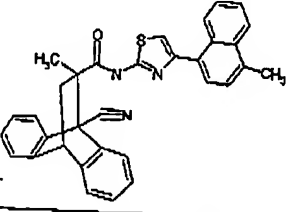
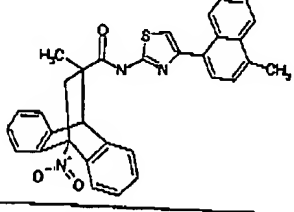
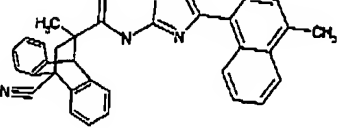


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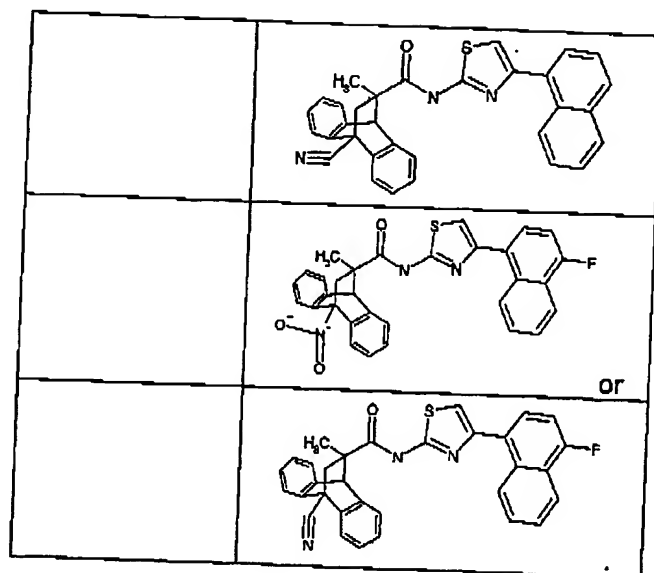
Attorney Docket No. QA0266 NP

Chiral (R)	
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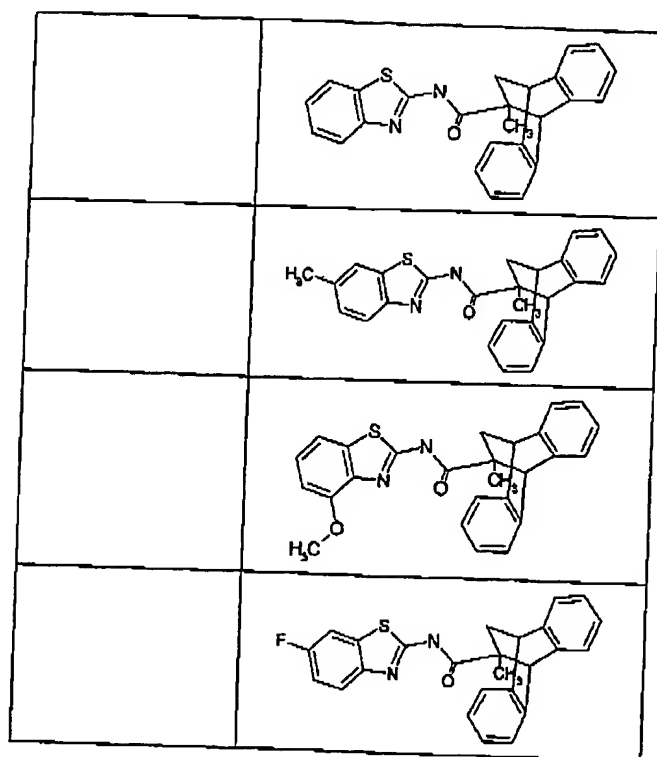
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Attorney Docket No. QA0266 NP

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Attorney Docket No. QA0266 NP

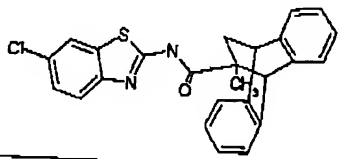
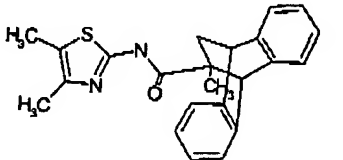
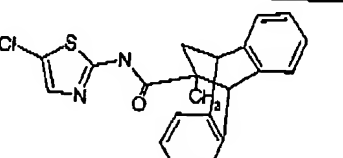
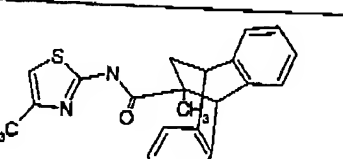
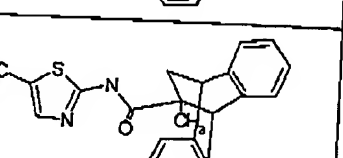
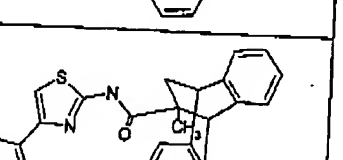
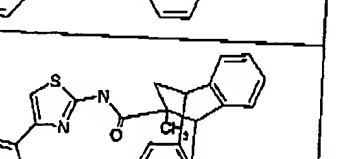
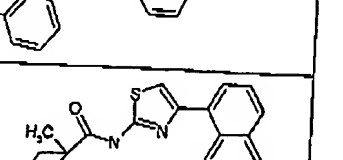


12. (Currently Amended) The compound as defined in Claim 1 having the structure:



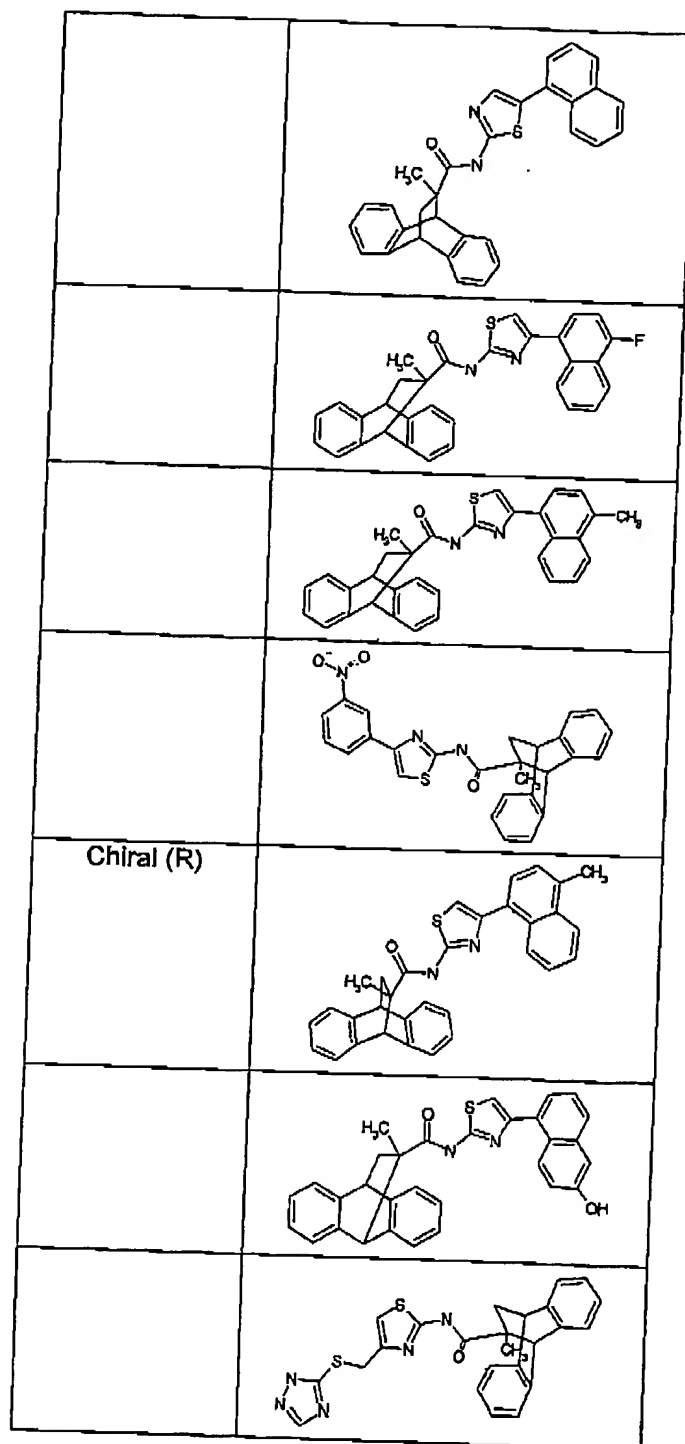
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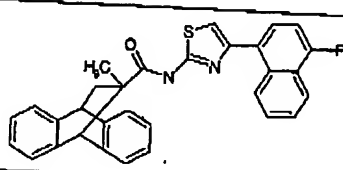
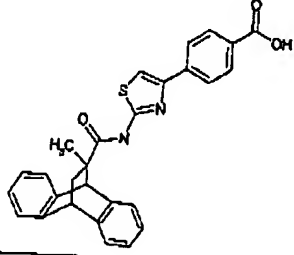
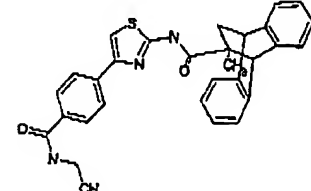
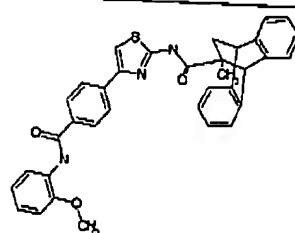
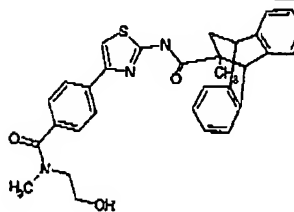
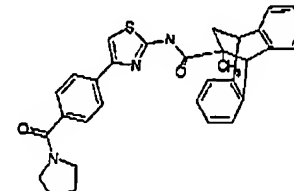
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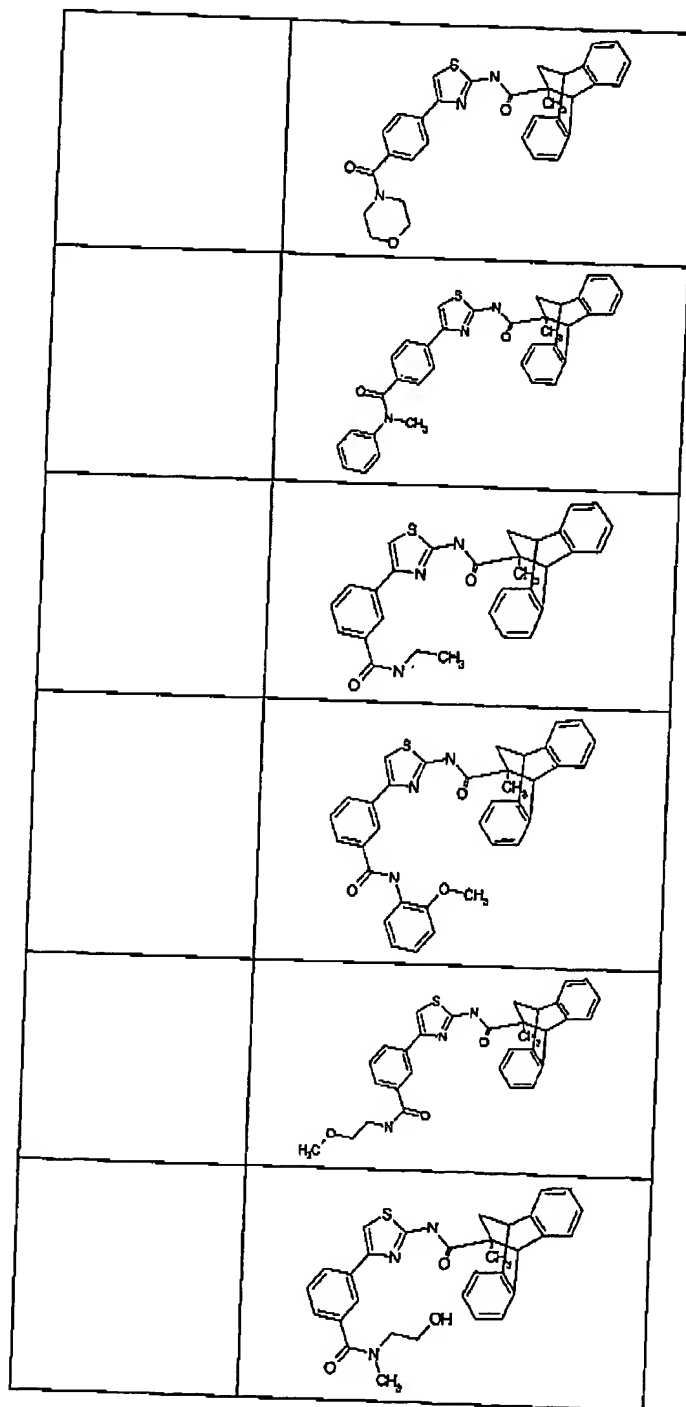


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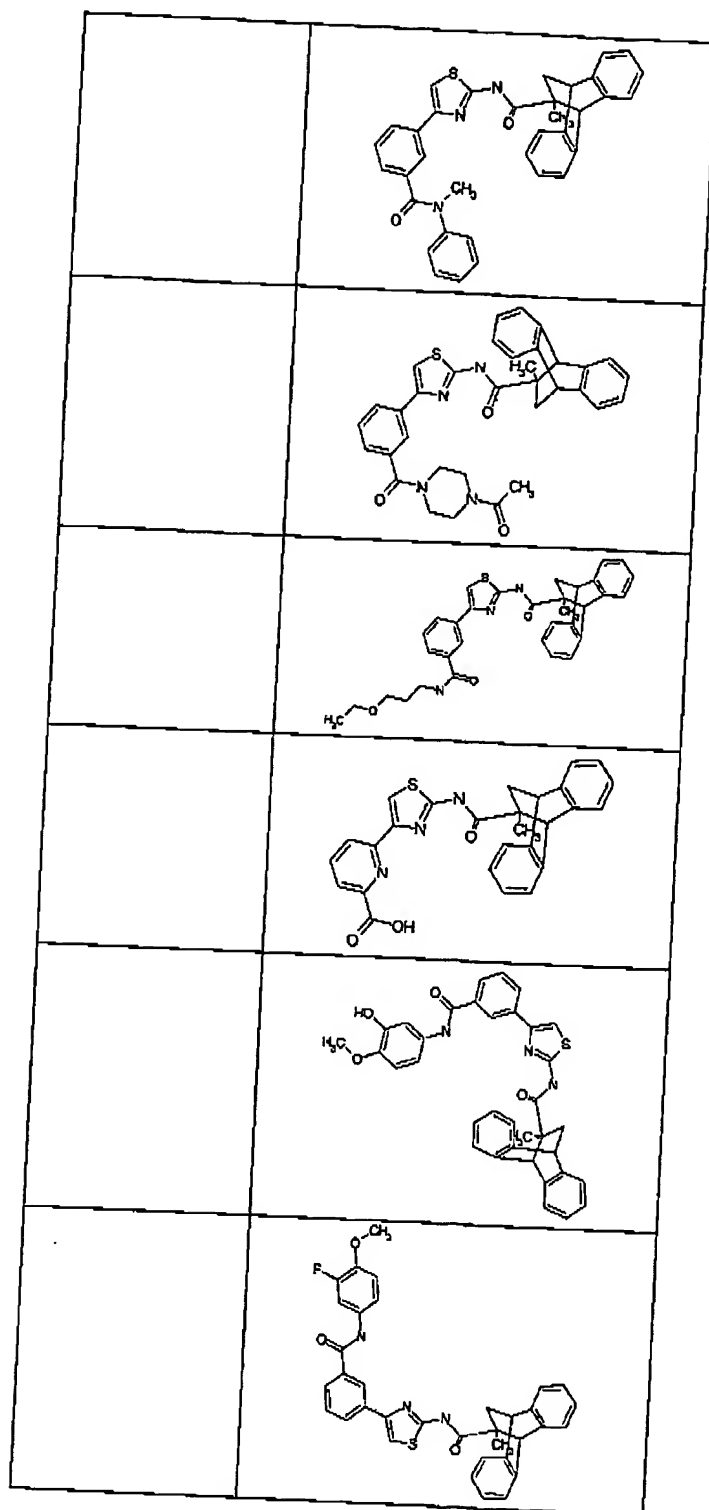
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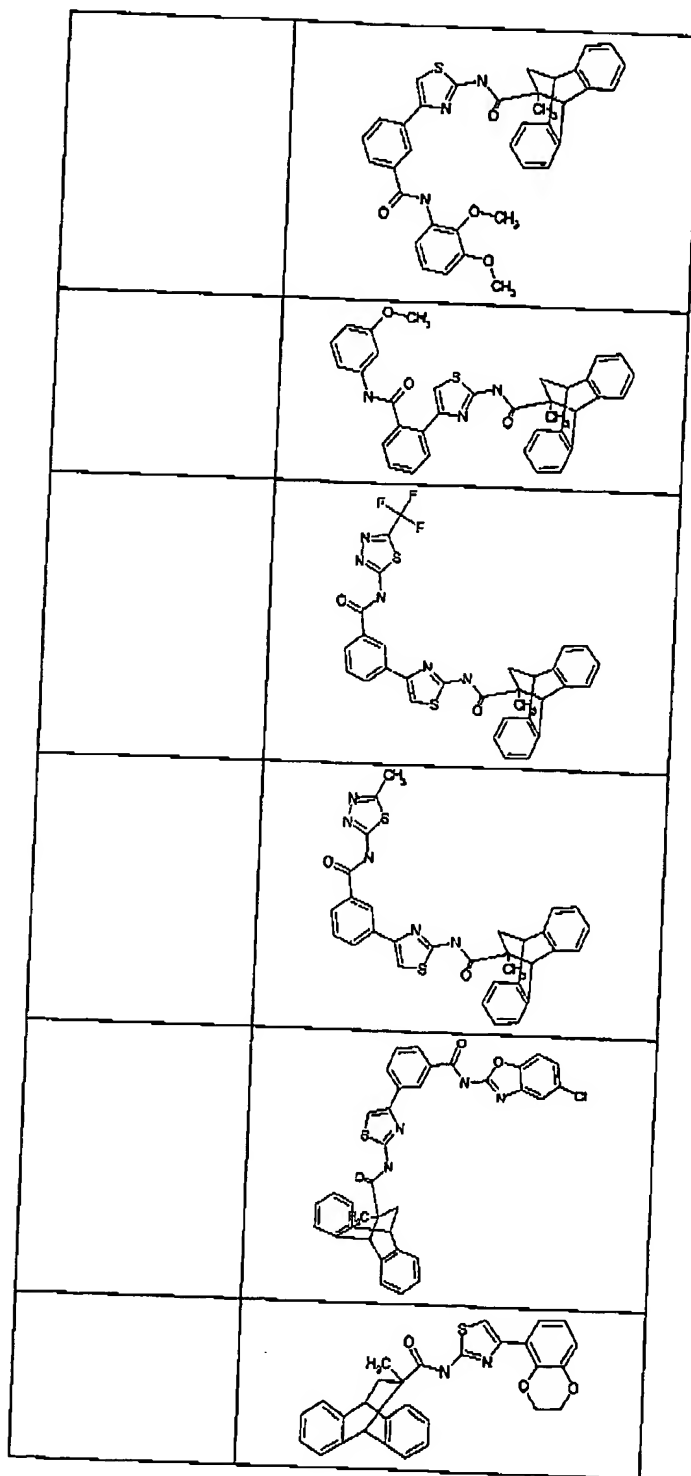
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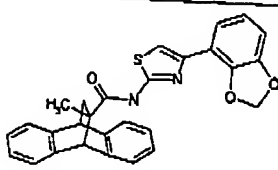
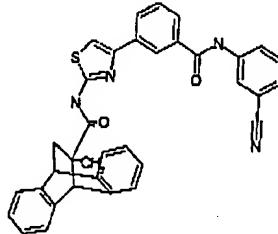
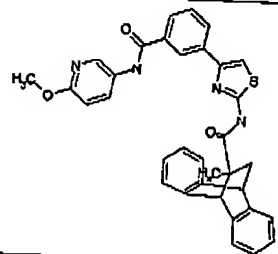
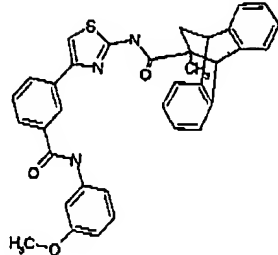
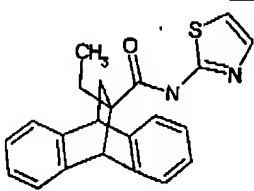
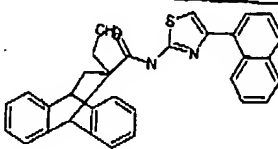
U.S. Serial No. 10/621,909  
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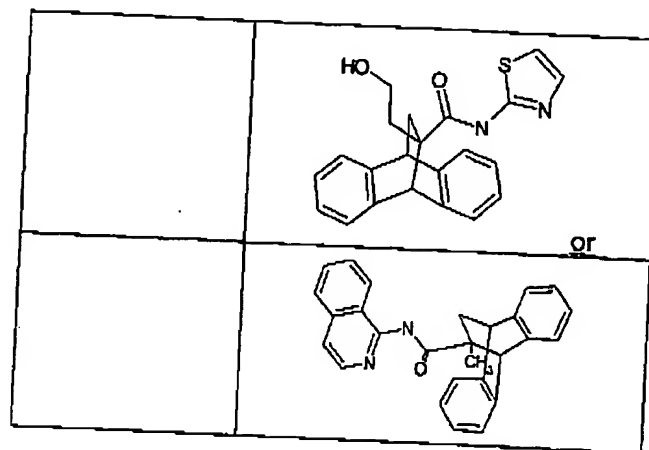
U.S. Serial No. 10/621,909  
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Attorney Docket No. QA0266 NP

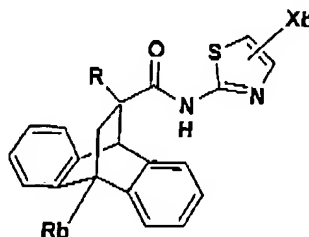
	
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Chiral (R)	
	
	

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13. (Canceled).

14. (Original) The compound as defined in Claim 1 having the structure:



where R is  $\text{CH}_3$ ,  $\text{C}_2\text{H}_5$  or 2-hydroxyethyl, and Rb is H, CN,  $\text{NO}_2$ , halogen, alkyl or amino;

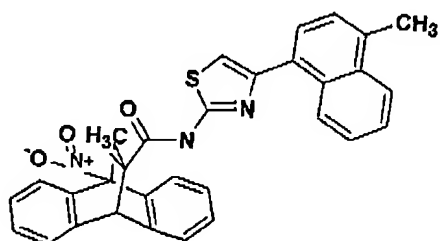
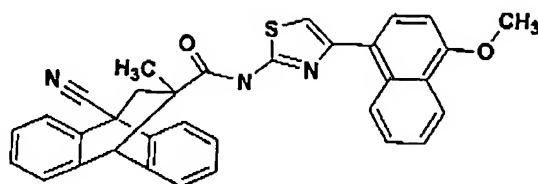
Xb is H, arylalkoxycarbonyl, arylalkylaminocarbonyl, alkoxyalkylaminocarbonyl, heteroarylcarbonyl, aryl, alkoxyalkylamidocarbonyl, arylaminocarbonyl, heteroarylaminocarbonyl, arylaminocarbonylaryl or heteroaryl;

provided that where Xb is H, then R is  $\text{C}_2\text{H}_5$  or 2-hydroxymethyl or Rb is CN or  $\text{NO}_2$ .

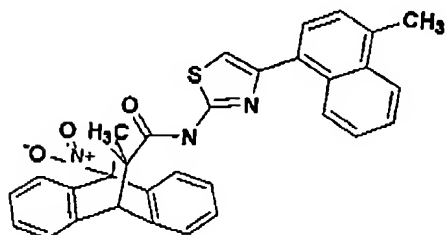
15. (Currently Amended) The compound as defined in Claim 14 having the structure

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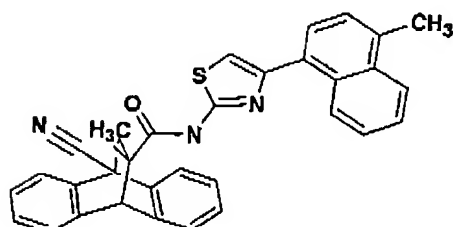
Attorney Docket No. QA0266 NP



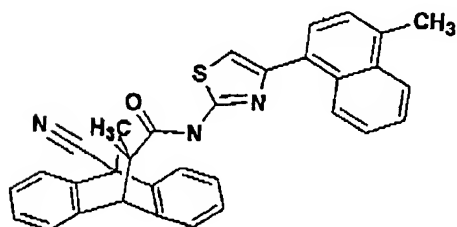
(Chiral (R))



(Chiral (S))



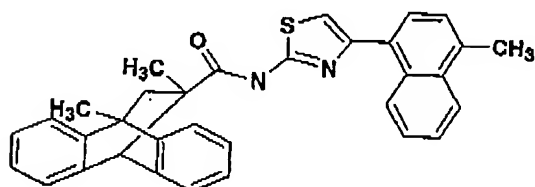
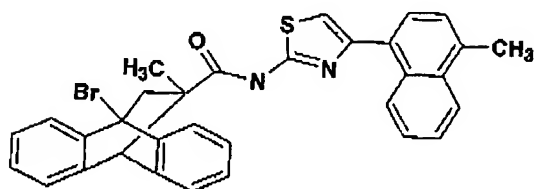
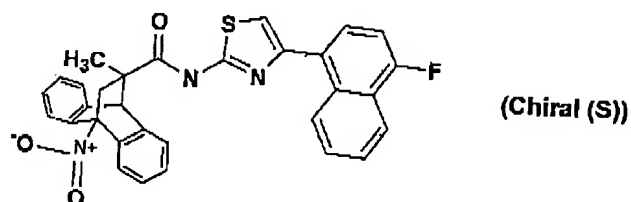
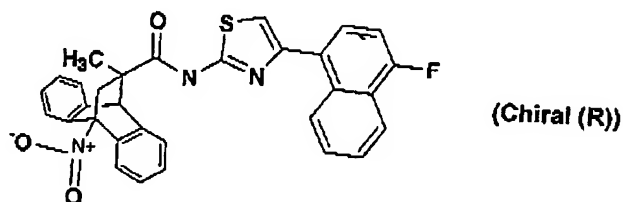
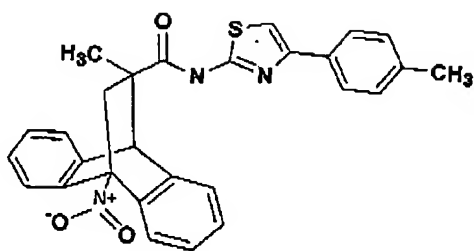
(Chiral (R))



(Chiral (S))

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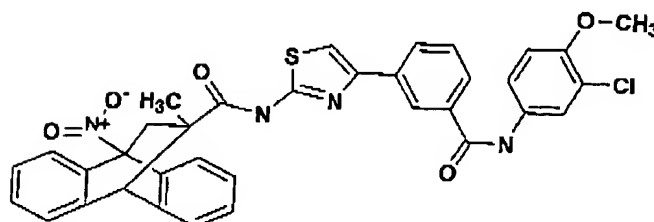
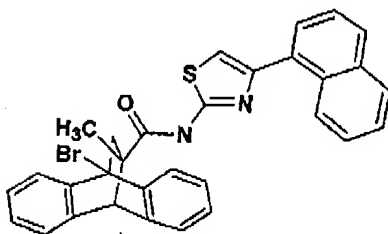
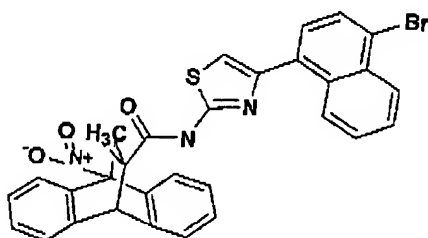
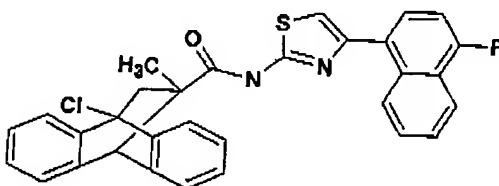
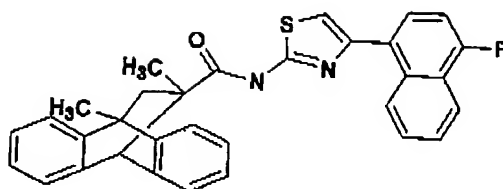
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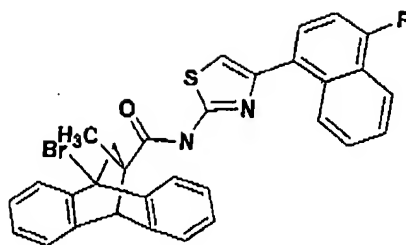
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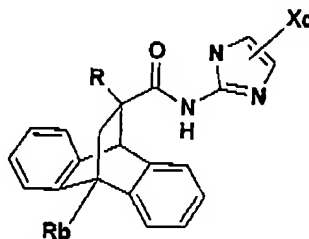
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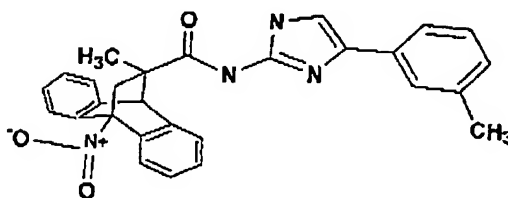
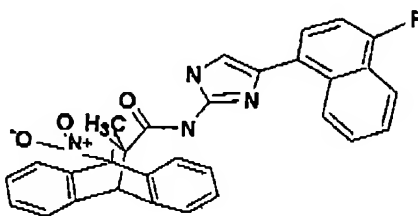


16. (Original) The compound as defined in Claim 1 having the structure



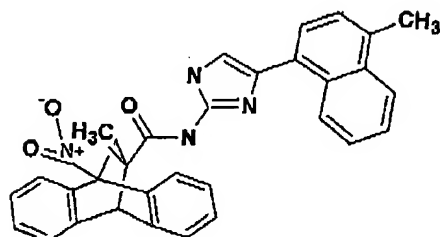
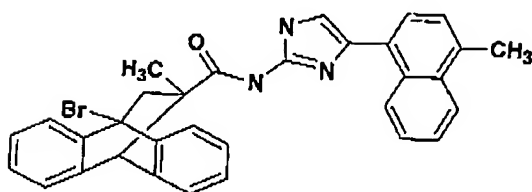
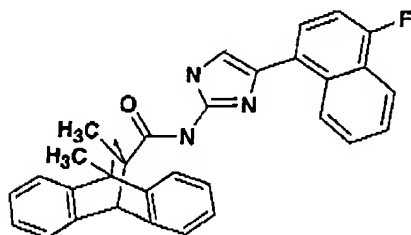
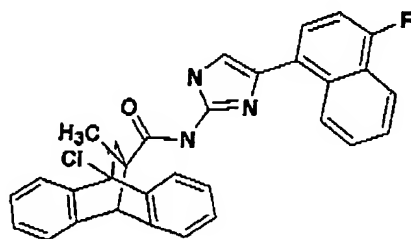
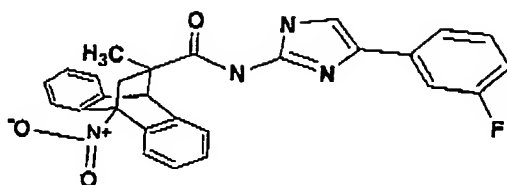
where R is CH<sub>3</sub>, C<sub>2</sub>H<sub>5</sub> or 2-hydroxyethyl, Rb is H, CN, NO<sub>2</sub>, halogen, alkyl or amino;  
and Xc is aryl, quinolinyl or isoquinolinyl.

17. (Currently Amended) The compound as defined in Claim 16 having the structure

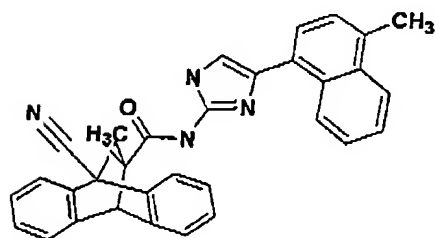
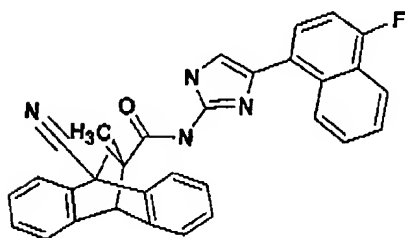
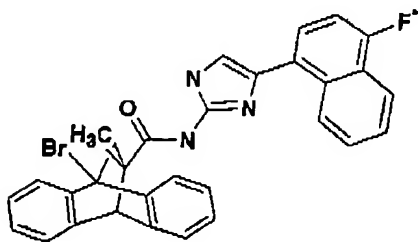
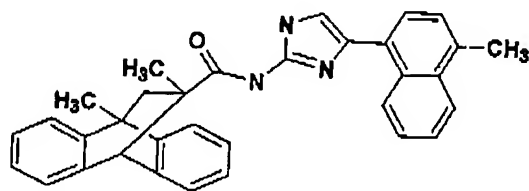
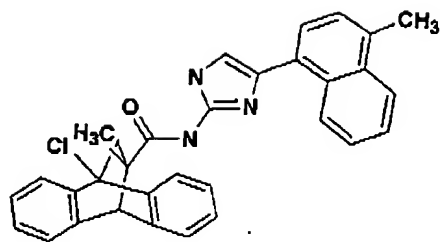


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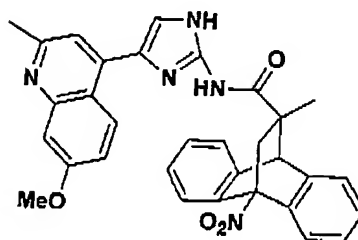
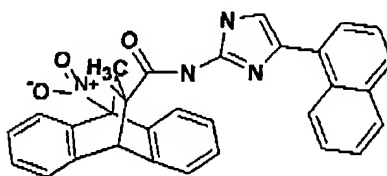
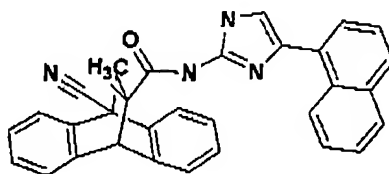
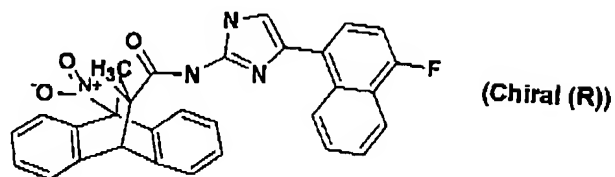
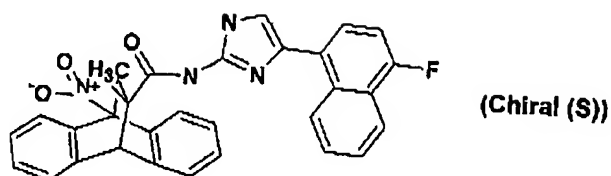
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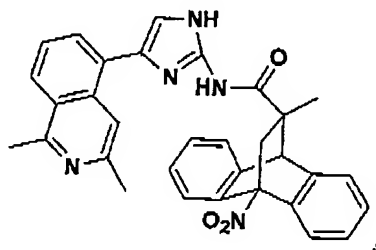
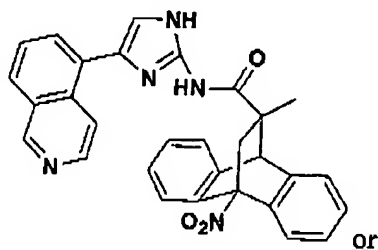
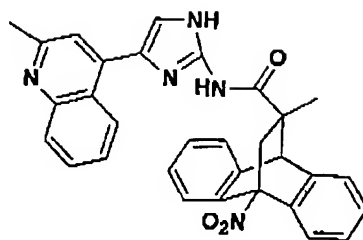
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18. (Canceled).

19. (Canceled)

20. (Canceled).

21. (Original) A pharmaceutical composition comprising a compound as defined in Claim 1 and a pharmaceutically acceptable carrier therefor.

22. (Original) A pharmaceutical combination comprising a compound as defined in Claim 1 and an immunosuppressant, an anticancer agent, an anti-viral agent, an anti-inflammatory agent, an anti-fungal agent, an anti-biotic, an anti-vascular hyperproliferation agent, an anti-depressant agent,

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a lipid-lowering agent, a lipid modulating agent, an antidiabetic agent, an anti-obesity agent, an antihypertensive agent, a platelet aggregation inhibitor, and/or an antiosteoporosis agent, wherein the antidiabetic agent is 1, 2, 3 or more of a biguanide, a sulfonyl urea, a glucosidase inhibitor, a PPAR  $\gamma$  agonist, a PPAR  $\alpha/\gamma$  dual agonist, an SGLT2 inhibitor, a DP4 inhibitor, an  $\alpha P2$  inhibitor, an insulin sensitizer, a glucagon-like peptide-1 (GLP-1), insulin and/or a meglitinide, wherein the anti-obesity agent is a beta 3 adrenergic agonist, a lipase inhibitor, a serotonin (and dopamine) reuptake inhibitor, a thyroid receptor agonist, an  $\alpha P2$  inhibitor and/or an anorectic agent, wherein the lipid lowering agent is an MTP inhibitor, an HMG CoA reductase inhibitor, a squalene synthetase inhibitor, a fibric acid derivative, an upregulator of LDL receptor activity, a lipoxxygenase inhibitor, or an ACAT inhibitor, wherein the antihypertensive agent is an ACE inhibitor, angiotensin II receptor antagonist, NEP/ACE inhibitor, calcium channel blocker and/or  $\beta$ -adrenergic blocker.

23. (Original) The combination as defined in Claim 22 wherein the antidiabetic agent is 1, 2, 3 or more of metformin, glyburide, glimepiride, glipyrilide, glipizide, chlorpropamide, gliclazide, acarbose, miglitol, pioglitazone, troglitazone, rosiglitazone, insulin, Gl-262570, isaglitazone, JTT-501, NN-2344, L895645, YM-440, R-119702, AJ9677, repaglinide, nateglinide, KAD1129, AR-HO39242, GW-409544, KRP297, AC2993, LY315902, P32/98 and/or NVP-DPP-728A, wherein the anti-obesity agent is orlistat, ATL-962, AJ9677, L750355, CP331648, sibutramine, topiramate, axokine, dexamphetamine, phentermine, phenylpropanolamine, and/or mazindol, wherein the lipid lowering agent is pravastatin, lovastatin, simvastatin, atorvastatin, cerivastatin, fluvastatin, itavastatin, visastatin, fenofibrate, gemfibrozil, clofibrate, avasimibe, TS-962, MD-700, cholestagel, niacin and/or LY295427, wherein the antihypertensive agent is an ACE inhibitor which is captopril, fosinopril, enalapril, lisinopril, quinapril, benazepril, fentiapril, ramipril or moexipril; an NEP/ACE inhibitor which is omapatrilat,  $[S[(R^*, R^*)]]$ -hexahydro-6-[(2-mercapto-1-oxo-3-phenylpropyl)amino]-2,2-dimethyl-7-oxo-1H-azepine-1-acetic acid (gemopatrilat) or CGS 30440; an angiotensin II receptor antagonist which is irbesartan, losartan or valsartan; amlodipine besylate, prazosin HCl, verapamil, nifedipine, nadolol, propranolol, carvedilol, or clonidine HCl, wherein the platelet aggregation inhibitor is aspirin, clopidogrel, ticlopidine, dipyridamole or ifetroban;

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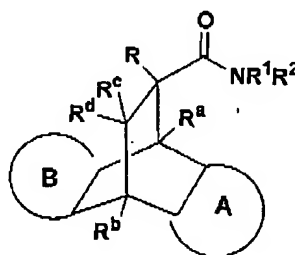
the immunosuppressant is a cyclosporin, mycophenolate, interferon-beta, deoxyspergolin, FK-506 or Ant.-IL-2;

the anti-cancer agent is azathioprine, 5-fluorouracil, cyclophosphamide, cisplatin, methotrexate, thiotepa, or carboplatin;

the anti-viral agent is abacavir, aciclovir, ganciclovir, zidancin, or vidarabine;

the antiinflammatory drug is ibuprofen, celecoxib, rofecoxib, aspirin, naproxen, ketoprofen, diclofenac sodium, indomethacin, piroxicam, prednisone, dexamethasone, hydrocortisone, or triamcinolone diacetate.

24. (Currently Amended) A method for preparing a compound having the structure:



including all stereoisomers thereof, or a pharmaceutically acceptable salt thereof, wherein R is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, arylalkyl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, cycloalkylalkyl, cyanoalkyl, aminoalkyl, hydroxyalkyl, aryloxyalkyl, or hydroxyaryl;

R<sup>a</sup> is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylaminoalkyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, hydroxyaryl, aryloxyalkyl, nitro, amino, CHO, CO<sub>2</sub> alkyl, CONR<sup>e</sup>R<sup>f</sup>, CH<sub>2</sub>NR<sup>g</sup>R<sup>h</sup>, CO<sub>2</sub>H, CH<sub>2</sub>OH, CH<sub>2</sub>NRH<sup>g</sup>, NHCH<sub>2</sub>R<sup>g</sup>, NHCHR<sup>g</sup>R<sup>h</sup>, NHCOR<sup>e</sup>, NHCONR<sup>e</sup>R<sup>f</sup> or NHSO<sub>2</sub>R<sup>e</sup>;

R<sup>b</sup> is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylaminoalkyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, nitro, amino, CHO, CO<sub>2</sub>



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alkyl, hydroxyaryl, aryloxyalkyl,  $\text{CONR}^i\text{R}^j$ ,  $\text{CH}_2\text{NR}^k\text{R}^l$ ,  $\text{CO}_2\text{H}$ ,  $\text{CH}_2\text{OH}$ ,  $\text{CH}_2\text{NHR}^k$ ,  $\text{NHCH}_2\text{R}^k$ ,  $\text{NHCHR}^k\text{R}^l$ ,  $\text{NHCOR}^i$ ,  $\text{NHCONR}^i\text{R}^j$  or  $\text{NHSO}_2\text{R}^i$ ;

where  $\text{R}^c$  and  $\text{R}^f$  are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, ~~or~~and cycloalkylalkyl, and  $\text{R}^c$  and  $\text{R}^f$  can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

$\text{R}^g$  and  $\text{R}^h$  are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, ~~or~~and cycloalkylalkyl, and  $\text{R}^g$  and  $\text{R}^h$  can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

$\text{R}^i$  and  $\text{R}^j$  are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, ~~or~~and cycloalkylalkyl, and  $\text{R}^i$  and  $\text{R}^j$  can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

$\text{R}^k$  and  $\text{R}^l$  are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, ~~or~~and cycloalkylalkyl, and  $\text{R}^k$  and  $\text{R}^l$  can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

$\text{R}^c$  and  $\text{R}^d$  are the same or different and are independently selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, hydroxy, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, hydroxyaryl, ~~or~~and aryloxyalkyl;

$\text{R}^c$  and  $\text{R}^d$  can be optionally taken together with the carbon to which they are attached to form a 3- to 7-membered ring which may optionally include an O atom or an N atom;

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

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at least one of  $R^1$  and  $R^2$  is heteroaryl and the other of  $R^1$  and  $R^2$  is selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, cycloalkylalkyl, aryl, heteroaryl, heteroarylalkyl, cycloheteroalkyl, cycloalkenyl, monoalkylaminoalkyl, dialkylaminoalkyl, cycloheteroalkylalkyl, hydroxyaryl, aryloxyalkyl, alkoxyalkyl ~~or~~ and hydroxyalkyl;

the A ring represents an unsaturated 6-membered carbocyclic ring which is a fused phenyl; and

the B ring represents an unsaturated 6-membered carbocyclic ring which is fused phenyl; with the following provisos:

provided that where (a) R is  $\text{CH}_3$  or H and  $R^a$ ,  $R^b$ ,  $R^c$  and  $R^d$  are each hydrogen, or (b)  $R^a$  and  $R^b$  are each hydrogen and one of  $R^c$  and  $R^d$  is alkyl, then

(1) at least one of  $R^1$  and  $R^2$  is heteroaryl, but where the heteroaryl is unsubstituted  or unsubstituted , then the other of  $R^1$  and  $R^2$  is other than hydrogen; or

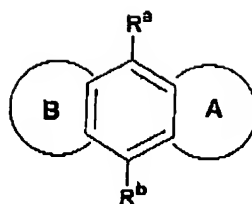
(2) where one of  $R^1$  and  $R^2$  is phenyl which is substituted with alkyl, hydroxy, halo,  $\text{C}_1$ - $\text{C}_2$ -alkoxycarbonyl or nitro, then (a) the phenyl must be substituted with at least one other group other than hydrogen, alkyl, hydroxy, halo,  $\text{C}_1$ - $\text{C}_2$ -alkoxycarbonyl or nitro, except that the phenyl may be substituted with two or more halo atoms, and/or two or more hydroxy groups and/or (b) the other of  $R^1$  and  $R^2$  is heteroaryl; or

~~(3) where one of  $R^1$  and  $R^2$  is phenyl substituted with  $\text{C}_1$ - $\text{C}_2$ -alkoxy, the phenyl cannot be substituted with a second  $\text{C}_1$ - $\text{C}_2$ -alkoxy, then the other of  $R^1$  and  $R^2$  is heteroaryl; or~~

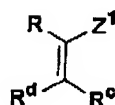
(4)(3) where at least one of  $R^1$  and  $R^2$  is hydrogen, unsubstituted alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkylphenyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl or hydroxyalkyl then (a) the other of  $R^1$  and  $R^2$  is heteroaryl and/or (b) at least one of  $R^a$ ,  $R^b$ ,  $R^c$  and/or  $R^d$  is other than hydrogen and/or (c) R is other than hydrogen or  $\text{C}_1$ - $\text{C}_2$  alkyl;

the method comprises treating a compound of the structure

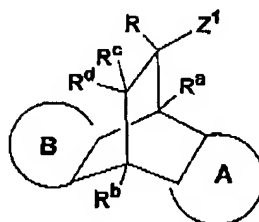
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with an unsaturated compound of the structure



to form the intermediate



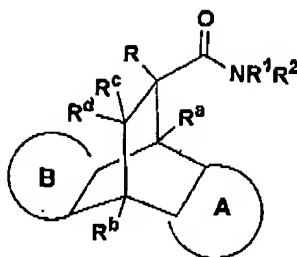
where  $Z^1$  is  $\text{CO}_2\text{H}$  or  $\text{CO}_2$  alkyl,

reacting the above intermediate with an amine of the structure

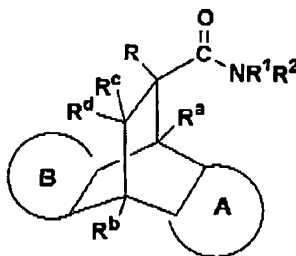


to form a compound of the structure

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25. (Currently Amended) A method for preparing an amide having the structure:



including all stereoisomers thereof, or a pharmaceutically acceptable salt thereof, wherein R is alkyl, alkenyl, alkynyl, alkoxy, aryl, arylalkyl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, cycloalkylalkyl, cyanoalkyl, aminoalkyl, hydroxyalkyl, aryloxyalkyl, or hydroxyaryl;

R<sup>a</sup> is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylaminoalkyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, hydroxyaryl, aryloxyalkyl, nitro, amino, CHO, CO<sub>2</sub> alkyl, CONR<sup>e</sup>R<sup>f</sup>, CH<sub>2</sub>NR<sup>g</sup>R<sup>h</sup>, CO<sub>2</sub>H, CH<sub>2</sub>OH, CH<sub>2</sub>NHR<sup>g</sup>, NHCH<sub>2</sub>R<sup>g</sup>, NHCHR<sup>g</sup>R<sup>h</sup>, NHCOR<sup>e</sup>, NHCONR<sup>e</sup>R<sup>f</sup> or NHSO<sub>2</sub>R<sup>e</sup>;

R<sup>b</sup> is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylaminoalkyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, nitro, amino, CHO, CO<sub>2</sub> alkyl, hydroxyaryl, aryloxyalkyl, CONR<sup>i</sup>R<sup>j</sup>, CH<sub>2</sub>NR<sup>k</sup>R<sup>l</sup>, CO<sub>2</sub>H, CH<sub>2</sub>OH, CH<sub>2</sub>NHR<sup>k</sup>, NHCH<sub>2</sub>R<sup>k</sup>, NHCHR<sup>k</sup>R<sup>l</sup>, NHCOR<sup>i</sup>, NHCONR<sup>i</sup>R<sup>j</sup> or NHSO<sub>2</sub>R<sup>i</sup>;

where R<sup>e</sup> and R<sup>f</sup> are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl,

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heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, ~~or~~ and cycloalkylalkyl, and  $R^e$  and  $R^f$  can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

$R^g$  and  $R^h$  are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, ~~or~~ and cycloalkylalkyl, and  $R^g$  and  $R^h$  can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

$R^i$  and  $R^j$  are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, ~~or~~ and cycloalkylalkyl, and  $R^i$  and  $R^j$  can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

$R^k$  and  $R^l$  are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, ~~or~~ and cycloalkylalkyl, and  $R^k$  and  $R^l$  can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

$R^e$  and  $R^d$  are the same or different and are independently selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, hydroxy, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, hydroxyaryl, ~~or~~ and aryloxyalkyl;



$R^e$  and  $R^d$  can be optionally taken together with the carbon to which they are attached to form a 3- to 7-membered ring which may optionally include an O atom or an N atom;

at least one of  $R^1$  and  $R^2$  is heteroaryl and the other of  $R^1$  and  $R^2$  is selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, cycloalkylalkyl, aryl, heteroaryl, heteroarylalkyl, cycloheteroalkyl, cycloalkenyl, monoalkylaminoalkyl, dialkylaminoalkyl, cycloheteroalkylalkyl, hydroxyaryl, aryloxyalkyl, alkoxyalkyl ~~or~~ and hydroxyalkyl;

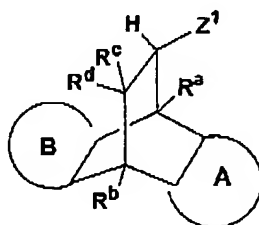
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the A ring represents an unsaturated 6-membered carbocyclic ring which is a fused phenyl;  
and

the B ring represents an unsaturated 6-membered carbocyclic ring which is fused phenyl;  
with the following provisos:

- (1) at least one of  $R^1$  and  $R^2$  is heteroaryl, but where the heteroaryl is unsubstituted  or unsubstituted , then the other of  $R^1$  and  $R^2$  is other than hydrogen; or
- (2) where one of  $R^1$  and  $R^2$  is phenyl which is substituted with alkyl, hydroxy, halo,  $C_1$ - $C_2$ -alkoxycarbonyl or nitro, then (a) the phenyl must be substituted with at least one other group other than hydrogen, alkyl, hydroxy, halo,  $C_1$ - $C_2$ -alkoxycarbonyl or nitro, except that the phenyl may be substituted with two or more halo atoms, and/or two or more hydroxy groups and/or (b) the other of  $R^1$  and  $R^2$  is heteroaryl; or
- ~~(3) where one of  $R^1$  and  $R^2$  is phenyl substituted with  $C_1$ - $C_2$  alkoxy, the phenyl cannot be substituted with a second  $C_1$ - $C_2$  alkoxy, then the other of  $R^1$  and  $R^2$  is heteroaryl; or~~
- (4)(3) where at least one of  $R^1$  and  $R^2$  is hydrogen, unsubstituted alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkylphenyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl or hydroxyalkyl then (a) the other of  $R^1$  and  $R^2$  is heteroaryl and/or (b) at least one of  $R^a$ ,  $R^b$ ,  $R^c$  and/or  $R^d$  is other than hydrogen and/or (c) R is other than hydrogen or  $C_1$ - $C_2$  alkyl;

the method comprises treating a compound of the structure

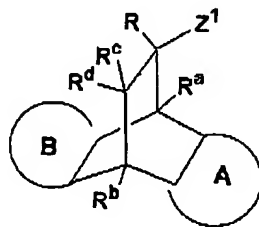


where  $Z^1$  is  $CO_2H$  or  $CO_2$  alkyl, with a base and a compound of the structure

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R-LG

where LG is a leaving group, to form the compound of the structure

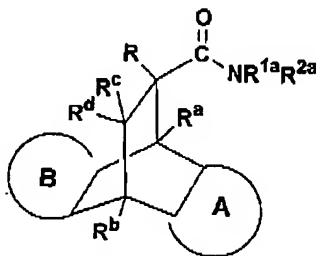


and treating the above compound with an amine of the structure



to form the corresponding amide.

26. (Currently Amended) A method for preparing an amide compound having the structure:



including all stereoisomers thereof, or a pharmaceutically acceptable salt thereof, wherein R is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, arylalkyl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, cycloalkylalkyl, cyanoalkyl, aminoalkyl, hydroxyalkyl, aryloxyalkyl, or hydroxyaryl;

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$R^a$  is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylamino, carbonyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, hydroxyaryl, aryloxyalkyl, nitro, amino, CHO, CO<sub>2</sub> alkyl, CONR<sup>e</sup>R<sup>f</sup>, CH<sub>2</sub>NR<sup>g</sup>R<sup>h</sup>, CO<sub>2</sub>H, CH<sub>2</sub>OH, CH<sub>2</sub>NRH<sup>g</sup>, NHCH<sub>2</sub>R<sup>g</sup>, NHCHR<sup>g</sup>R<sup>h</sup>, NHCOR<sup>e</sup>, NHCONR<sup>e</sup>R<sup>f</sup> or NHSO<sub>2</sub>R<sup>e</sup>;

$R^b$  is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylamino, carbonyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, nitro, amino, CHO, CO<sub>2</sub> alkyl, hydroxyaryl, aryloxyalkyl, CONR<sup>i</sup>R<sup>j</sup>, CH<sub>2</sub>NR<sup>k</sup>R<sup>l</sup>, CO<sub>2</sub>H, CH<sub>2</sub>OH, CH<sub>2</sub>NHR<sup>k</sup>, NHCH<sub>2</sub>R<sup>k</sup>, NHCHR<sup>k</sup>R<sup>l</sup>, NHCOR<sup>i</sup>, NHCONR<sup>i</sup>R<sup>j</sup> or NHSO<sub>2</sub>R<sup>i</sup>;

where  $R^e$  and  $R^f$  are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, ~~or~~ and cycloalkylalkyl, and  $R^e$  and  $R^f$  can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

$R^g$  and  $R^h$  are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, ~~or~~ and cycloalkylalkyl, and  $R^g$  and  $R^h$  can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

$R^i$  and  $R^j$  are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, ~~or~~ and cycloalkylalkyl, and  $R^i$  and  $R^j$  can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

$R^k$  and  $R^l$  are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and  $R^k$  and



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$R^1$  can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

$R^c$  and  $R^d$  are the same or different and are independently selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, hydroxy, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, hydroxyaryl, ~~or~~ and aryloxyalkyl;

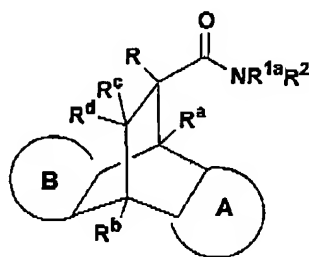
$R^c$  and  $R^d$  can be optionally taken together with the carbon to which they are attached to form a 3- to 7-membered ring which may optionally include an O atom or an N atom;

at least one of  $R^{1a}$  and  $R^{2a}$  is heteroaryl and the other of  $R^{1a}$  and  $R^{2a}$  is selected from alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, cycloalkylalkyl, aryl, heteroaryl, heteroarylalkyl, cycloheteroalkyl, cycloalkenyl, monoalkylaminoalkyl, dialkylaminoalkyl, cycloheteroalkylalkyl, hydroxyaryl, aryloxyalkyl, alkoxyalkyl ~~or~~ and hydroxyalkyl;

the A ring represents an unsaturated 6-membered carbocyclic ring; and

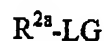
the B ring represents an unsaturated 6-membered carbocyclic ring;

the method comprises treating a compound



where  $R^2$  is  $H$ ;

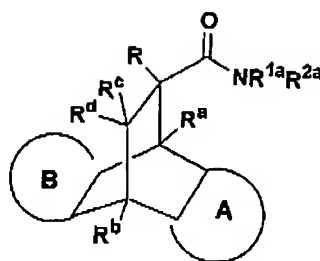
with a base and a compound of the structure



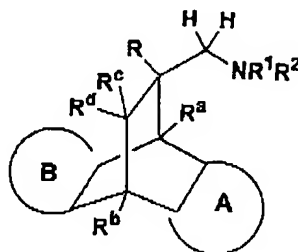
where LG is a leaving group, to form the compound of the structure

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27.(Currently Amended) A method for preparing an amine compound having the structure:



including all stereoisomers thereof, or a pharmaceutically acceptable salt thereof, wherein R is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, arylalkyl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, cycloalkylalkyl, cyanoalkyl, aminoalkyl, hydroxyalkyl, aryloxyalkyl, or hydroxyaryl;

R<sup>a</sup> is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylaminoalkyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, hydroxyaryl, aryloxyalkyl, nitro, amino, CHO, CO<sub>2</sub> alkyl, CONR<sup>c</sup>R<sup>f</sup>, CH<sub>2</sub>NR<sup>e</sup>R<sup>b</sup>, CO<sub>2</sub>H, CH<sub>2</sub>OH, CH<sub>2</sub>NHR<sup>g</sup>, NHCH<sub>2</sub>R<sup>g</sup>, NHCHR<sup>g</sup>R<sup>h</sup>, NHCOR<sup>c</sup>, NHCONR<sup>c</sup>R<sup>f</sup> or NHSO<sub>2</sub>R<sup>c</sup>;

R<sup>b</sup> is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylaminoalkyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, nitro, amino, CHO, CO<sub>2</sub> alkyl, hydroxyaryl, aryloxyalkyl, CONR<sup>i</sup>R<sup>j</sup>, CH<sub>2</sub>NR<sup>k</sup>R<sup>l</sup>, CO<sub>2</sub>H, CH<sub>2</sub>OH, CH<sub>2</sub>NHR<sup>k</sup>, NHCH<sub>2</sub>R<sup>k</sup>, NHCHR<sup>k</sup>R<sup>l</sup>, NHCOR<sup>i</sup>, NHCONR<sup>i</sup>R<sup>j</sup> or NHSO<sub>2</sub>R<sup>i</sup>;

where R<sup>c</sup> and R<sup>f</sup> are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl,

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heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, ~~or~~ and cycloalkylalkyl, and  $R^e$  and  $R^f$  can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

$R^g$  and  $R^h$  are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, ~~or~~ and cycloalkylalkyl, and  $R^g$  and  $R^h$  can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

$R^i$  and  $R^j$  are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, ~~or~~ and cycloalkylalkyl, and  $R^i$  and  $R^j$  can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

$R^k$  and  $R^l$  are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, ~~or~~ and cycloalkylalkyl, and  $R^k$  and  $R^l$  can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

$R^c$  and  $R^d$  are the same or different and are independently selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, hydroxy, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, hydroxyaryl, ~~or~~ and aryloxyalkyl;

$R^c$  and  $R^d$  can be optionally taken together with the carbon to which they are attached to form a 3- to 7-membered ring which may optionally include an O atom or an N atom;

at least one of  $R^1$  and  $R^2$  is heteroaryl and the other of  $R^1$  and  $R^2$  is selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, cycloalkylalkyl, aryl, heteroaryl, heteroarylalkyl, cycloheteroalkyl, cycloalkenyl, monoalkylaminoalkyl, dialkylaminoalkyl, cycloheteroalkylalkyl, hydroxyaryl, aryloxyalkyl, alkoxyalkyl ~~or~~ and hydroxyalkyl;

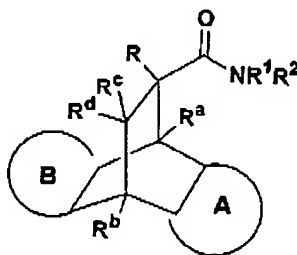
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the A ring represents an unsaturated 6-membered carbocyclic ring; and  
the B ring represents an unsaturated 6-membered carbocyclic ring;  
provided that where least one of  $R^1$  and  $R^2$  is hydrogen, alkyl, alkenyl, cycloalkyl,  
alkylcycloalkyl, phenyl, alkylphenyl, phenylalkyl, monoalkylaminoalkyl, dialkylaminoalkyl,  
arylalkyl, aryl, alkoxyalkyl, hydroxyalkyl, or cycloheteroalkyl which is 4,5-dihydro-imidazol-2-yl,  
piperidinyl or piperazinyl, then (a) the other of  $R^1$  and  $R^2$  is a heteroaryl selected from pyridinyl,  
pyrimidinyl, pyridazinyl, pyrazinyl or imidazolyl, and/or (b) at least one of  $R^a$ ,  $R^b$ ,  $R^c$  and/or  $R^d$  is  
other than hydrogen or  $C_{1-2}$  alkyl, and/or (c) R is other than hydrogen or  $C_1$ - $C_2$  alkyl and/or (d) one  
of  $R^c$  and  $R^d$  is other than hydroxyalkyl,

the method comprises treating an amide compound of the structure

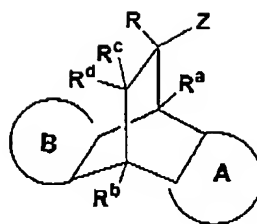


as defined in Claim 1 with a reducing agent to form the corresponding amine compound.

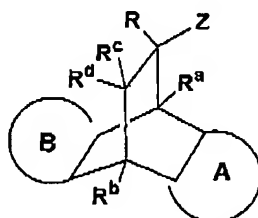
28. (Original) The method as defined in Claim 27 wherein the reducing agent is lithium aluminum hydride.

29. (Original) A method for preparing a compound as defined in Claim 1 where A, B, Z, R,  $R^a$ ,  $R^b$ ,  $R^c$  or  $R^d$  contains a hydroxyaryl group, which comprises providing a compound of the structure

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where one or more of A, B, Z, R, R<sup>a</sup>, R<sup>b</sup>, R<sup>c</sup> or R<sup>d</sup> contains aryl-Oalkyl, and reacting the above compound with a dealkylating agent to form a phenol of the structure



where the corresponding A, B, Z, R, R<sup>a</sup>, R<sup>b</sup>, R<sup>c</sup> or R<sup>d</sup> contains aryl-OH.

30. (Original) The method as defined in Claim 29 wherein the dealkylating agent is boron tribromide or sodium methyl sulfide.

31. (Original) A method for preparing a compound as defined in Claim 1 wherein R<sup>a</sup> or R<sup>b</sup> is CH<sub>2</sub>OH, CH<sub>2</sub>NHR<sup>a</sup>, CH<sub>2</sub>NR<sup>a</sup>R<sup>b</sup>, CH<sub>2</sub>NHR<sup>k</sup> or CH<sub>2</sub>NR<sup>k</sup>R<sup>l</sup>, which comprises providing an aldehyde compound as defined in Claim 1 wherein R<sup>a</sup> or R<sup>b</sup> is CHO, and subjecting the aldehyde compound to reduction or reductive amination.

32. (Original) A method for preparing an amide compound as defined in Claim 1 where R<sup>a</sup> or R<sup>b</sup> is NHCH<sub>2</sub>R<sup>e</sup>, NHCHR<sup>e</sup>R<sup>h</sup>, NHCH<sub>2</sub>R<sup>k</sup> or NHCHR<sup>k</sup>R<sup>l</sup>, which comprises providing an amine compound as defined in Claim 1 where R<sup>a</sup> or R<sup>b</sup> is NH<sub>2</sub>, and subjecting the amine compound to reductive amination.

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33. (Original) A method for preparing an amide compound as defined in Claim 1 where  $R^a$  or  $R^b$  is  $\text{CONR}^f R^j$ , which comprises providing an acid compound as defined in Claim 1 where  $R^a$  or  $R^b$  is  $\text{CO}_2\text{H}$ , subjecting the acid to amidation to form the corresponding amide.

34. (Original) A method for preparing an amine as defined in Claim 1 where  $R^a$  or  $R^b$  is  $\text{NH}_2$ , which comprises providing a nitro compound as defined in Claim 1 where  $R^a$  or  $R^b$  is  $\text{NO}_2$  and subjecting the nitro compound to reduction to form the corresponding amine compound.